

ALVORD AND ALVORD
ATTORNEYS AT LAW
1600 K STREET, NW
SUITE 200
WASHINGTON, D.C.
20006-2973
(202) 393-2266
FAX (202) 393-2156

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

23800-E
DEC 31 '01 10-40 AM
SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

December 28, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Trust Indenture and Security Agreement and Trust Indenture Supplement No. 1 (TRLI 2001-1C), dated as of December 28, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Bill of Sale and associated documents being filed concurrently with the Board under Recordation Number _____.

The names and addresses of the parties to the enclosed document are:

Owner Trustee: TRLI 2001-1C Railcar Statutory Trust
c/o State Street Bank and Trust Company of
Connecticut, National Association
225 Asylum Street, Goodwin Square,
Hartford, CT 06103

Indenture Trustee: LaSalle Bank National Association
135 South LaSalle Street
Suite 1960
Chicago, Illinois 60603

23800-E 10:40

Mr. Vernon A. Williams
December 28, 2001
Page Two

A description of the railroad equipment covered by the enclosed document is:

784 railcars bearing TILX, DOWX, TIMX, ICLX, PGHX, PGTX reporting marks and road numbers in Schedule 1 attached hereto.

A short summary of the document to appear in the index is:

Memorandum of Memorandum of Trust Indenture and Security Agreement and Trust Indenture Supplement No. 1 (TRLI 2001-1C).

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

Schedule 1

TILC Bill of Sale

Equipment

<u>Car Marks</u>	<u>Number of Units</u>
TILX 301835, 301839-301841, 301843-301845	7
TILX 301846-301852	7
TILX 301853, 301856, 301860-301861, 301864-301866	7
TILX 201020-201035, 201066-201070	21
TILX 320008, 320061-320067	8
TILX 250356-250367, 290242-290245, 250309-250318	26
TILX 056041-056054	14
DOWX 038300-038304	5
TILX 301979-302028	50
TIMX 201020-201049	30
TILX 301515-301519, 301521-301539	24
TILX 190376-190390	15
TILX 150300-150399	100
ICLX 250-279	30
TILX 005740-005774	35
TILX 190356-190375	20
TILX 270000-270008	9
TILX 620395-620494	100
PGHX 300091-300120	30
PGTX 420024-420032	9
PGTX 420016-420023	8
PGTX 400249, 400362-400391	31
PGTX 400308-400328	21
PGTX 400329-400361	33
PGTX 400286-400307	22
TILX 190331-190355	25
TILX 301493-301500, 301503-301504	10
TILX 210006-210020	15
TILX 250208-250209, 250211-250213, 250215, 250218	7
TILX 301867-301931	65

**MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT AND TRUST
INDENTURE SUPPLEMENT NO. 1**
(TRLI 2001-1C)

This Memorandum of Trust Indenture and Security Agreement and Indenture Supplement No. 1 is made and entered into by and between TRLI 2001-1C Railcar Statutory Trust, by State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity except as expressly provided therein but solely as Owner Trustee (hereinafter referred to as "Owner Trustee") and LaSalle Bank National Association, as Indenture Trustee under the Security Agreement (as defined below) (hereinafter referred to as "Indenture Trustee") respecting that certain Trust Indenture and Security Agreement (TRLI 2001-1C) dated as of December 28, 2001, between Owner Trustee and Indenture Trustee (the "Security Agreement") and the Trust Indenture Supplement No. 1 (TRLI 2001-1C) dated as of December 28, 2001, between the Owner Trustee and the Indenture Trustee (the "Security Agreement Supplement").

Pursuant to the provisions of the Security Agreement, Owner Trustee and Indenture Trustee hereby affirm and acknowledge that:

1. LaSalle Bank National Association, as Pass Through Trustee (the "Pass Through Trustee") has agreed to advance a loan to the Owner Trustee and the Owner Trustee has agreed to accept such advance from the Pass Through Trustee and, as security therefore, grant the Indenture Trustee a first priority security interest in certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto, subject to the terms defined in the Security Agreement.

2. Owner Trustee and Indenture Trustee further acknowledge and affirm that this Memorandum of Trust Indenture and Security Agreement and Trust Indenture Supplement No. 1 is not a summary of the Security Agreement nor a complete recitation of the terms and provisions thereof. Accordingly, Owner Trustee and Indenture Trustee hereby agree that in the event of a conflict between this Memorandum of Trust Indenture and Security Agreement and Trust Indenture Supplement No. 1 and the provisions of the Security Agreement, the provisions of the Security Agreement shall control.

3. This Memorandum of Trust Indenture and Security Agreement and Trust Indenture Supplement No. 1 is prepared only for the public record and is being recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a).


RECORDATION NO. 23800-E FILED
DEC 31 '01 10-40 AM
SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum of Trust Indenture and Security Agreement and Trust Indenture Supplement No. 1 to be duly executed in its corporate name by its officers, thereunto duly authorized, as of December 28, 2001.

OWNER TRUSTEE:

TRLI 2001-1C RAILCAR STATUTORY
TRUST

By: State Street Bank and Trust
Company of Connecticut, National
Association, not in its individual
capacity, but solely as Owner Trustee

By: 
Name: Julie A. Balema
Assistant Vice President
Title: _____

INDENTURE TRUSTEE:

LASALLE BANK NATIONAL
ASSOCIATION

By: _____
Name: _____
Title: _____

Memorandum - Indenture

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum of Trust Indenture and Security Agreement and Trust Indenture Supplement No. 1 to be duly executed in its corporate name by its officers, thereunto duly authorized, as of December 28, 2001.

OWNER TRUSTEE:

TRLI 2001-1C RAILCAR STATUTORY
TRUST

By: State Street Bank and Trust
Company of Connecticut, National
Association, not in its individual
capacity, but solely as Owner Trustee

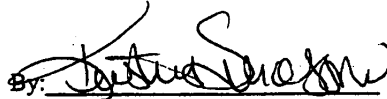
By: _____

Name: _____

Title: _____

INDENTURE TRUSTEE:

LASALLE BANK NATIONAL
ASSOCIATION

By:  _____

Name: Kristine Schossow

Title: ASSISTANT VICE PRESIDENT

STATE OF Massachusetts
COUNTY OF Suffolk }

SS:

On this 28th of December, 2001, before me personally appeared
Julie A. Balerna, to me personally known, who being
duly sworn, stated that he/she is Assistant Vice President of State Street Bank
and Trust Company of Connecticut, National Association, that said instrument was
signed on behalf of said corporation, not in its individual capacity, but solely as trustee on
behalf of the TRLI 2001-1C Railcar Statutory Trust by authority of its board of directors
or other governing body, and he/she acknowledged that the execution of the foregoing
instrument was the free act and deed of said corporation.

Ann M. Caspellitto
Notary Public

My Commission Expires

My Commission Expires June 23, 2006

Memorandum - Indenture

STATE OF Illinois)
COUNTY OF Cook)

SS:

On this 28th of December, 2001, before me personally appeared
Kristine Schussow, to me personally known, who being
duly sworn, stated that he/she is ASSISTANT VICE PRESIDENT of LaSalle Bank
National Association, that said instrument was signed on behalf of said corporation by
authority of its board of directors or other governing body, and he/she acknowledged that
the execution of the foregoing instrument was the free act and deed of said corporation.

Joann Marie Bania
Notary Public

My Commission Expires



Exhibit A

Memorandum of Indenture

Units

Car Marks	Number of Units
TILX 301835, 301839-301841, 301843-301845	7
TILX 301846-301852	7
TILX 301853, 301856, 301860-301861, 301864-301866	7
TILX 201020-201035, 201066-201070	21
TILX 320008, 320061-320067	8
TILX 250356-250367, 290242-290245, 250309-250318	26
TILX 056041-056054	14
DOWX 038300-038304	5
TILX 301979-302028	50
TIMX 201020-201049	30
TILX 301515-301519, 301521-301539	24
TILX 190376-190390	15
TILX 150300-150399	100
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TILX 005740-005774	35
TILX 190356-190375	20
TILX 270000-270008	9
TILX 620395-620494	100
PGHX 300091-300120	30
PGTX 420024-420032	9
PGTX 420016-420023	8
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PGTX 400329-400361	33
PGTX 400286-400307	22
TILX 190331-190355	25
TILX 301493-301500, 301503-301504	10
TILX 210006-210020	15
TILX 250208-250209, 250211-250213, 250215, 250218	7
TILX 301867-301931	65

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

12/28/01



Robert W. Alvord